

Exhibit 2

Notice of Non-Voting Status – Unimpaired Classes

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
ROCK & REPUBLIC ENTERPRISES, INC., et al.,	:	Case No. 10-11728 (AJG)
	:	
Debtors.	:	Jointly Administered
	X	

NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES

PLEASE TAKE NOTICE THAT on **January [•], 2011**, the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement with Respect to the Joint Consolidated Chapter 11 Plan for Rock and Republic Enterprises, Inc. and its affiliated Debtor and Debtor in Possession (as it may be further amended or modified, the “**Disclosure Statement**”), proposed jointly by the Rock & Republic Enterprises, Inc. and Triple R, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”), the Official Committee of Unsecured Creditors in the Debtors’ cases (the “**Creditors’ Committee**”) and VF Corporation (“**VF**” and together with the Debtors and the Creditors’ Committee, the “**Plan Proponents**”), for use by the Plan Proponents in soliciting acceptances or rejections of the Joint Consolidated Chapter 11 Plan for Rock & Republic Enterprises, Inc. and its Affiliated Debtor and Debtor in Possession (as it may be further amended or modified, the “**Plan**”), from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(F) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR YOU WANT TO REQUEST A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE VOTING AGENT, DONLIN RECANO & COMPANY, INC. AT: R&R VOTING DEPARTMENT, C/O DONLIN RECANO & COMPANY, INC., 419 PARK AVENUE SOUTH, NEW YORK, NY 10016, OR BY TELEPHONE AT (212) 771-1128.

Dated: **January [•], 2011**

Exhibit 3

Notice of the Confirmation Hearing

Alex Spizz
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Attorneys for VF Corporation

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
: :
ROCK & REPUBLIC ENTERPRISES, : **Case No. 10-11728 (AJG)**
INC., et al., :
: :
Debtors. : **Jointly Administered**
-----X

**TO ALL PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF ROCK &
REPUBLIC ENTERPRISES, INC. AND TRIPLE R, INC.**

PLEASE TAKE NOTICE:

The United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) shall hold a hearing (the “**Confirmation Hearing**”) to consider the confirmation of the Joint Consolidated Chapter 11 Plan for Rock & Republic Enterprises, Inc. and its Affiliated Debtor and Debtor in Possession (the “**Plan**”) proposed jointly by Rock & Republic Enterprises, Inc. and Triple R, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”), the Official Committee of Unsecured Creditors in the Debtors’ cases (the “**Creditors’ Committee**”) and VF Corporation (“**VF**” and together with the Debtors and the Creditors’ Committee, the “**Plan Proponents**”) on **March [•], 2011 at [•] a.m. (prevailing Eastern Time)**, before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time without

further notice other than the announcement in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing. The Plan Proponents may modify the Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan without further notice.

Objections or responses to confirmation of the Plan, if any, must (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York; and (c) set forth the name of the objecting party, the basis for the objection, and the specific grounds therefor.

All objections and responses to the confirmation of the Plan must be filed with the Court no later than **March [•], 2011 at 4:00 p.m. (prevailing Eastern Time)** (the “**Objection Deadline**”). In accordance with General Order M-242, registered users of the Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk (preferably in Portable Disk Format (PDF), WordPerfect, or any other Windows-based word processing format) and deliver a hard copy to the Chambers of Judge Arthur J. Gonzalez.

All objections and responses must be served, so as to be received no later than the Objection Deadline, upon:

<u>Office of the U.S. Trustee:</u> Office of the U.S. Trustee for the Southern District of New York 33 Whitehall St., 21 st floor New York, NY 10004 Attn: Richard Morrissey Telephone: (212) 510-0500 Facsimile: (212) 668-2256	<u>Counsel to the Debtors:</u> Todtman, Nachamie, Spizz & Johns, P.C. 425 Park Avenue New York, New York 10022 Attn: Alex Spizz, Esq. and Arthur Goldstein, Esq. Telephone: (212) 754-9400 Facsimile: (212) 754-6262
<u>Counsel to the Creditors’ Committee:</u> Arent Fox LLP 1675 Broadway New York, New York 10019 Attn: Robert Hirsh, Esq. and Jordana Renert, Esq. Telephone: (212) 484-3900 Facsimile: (212) 484-3990	<u>Counsel to VF:</u> Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 Attn: Joseph Smolinsky, Esq. Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Additional Information. For more information about the solicitation procedures, please contact Donlin Recano & Company, Inc. (the “**Voting Agent**”) at (212) 771-1128. To obtain a copy of the Plan, or any related documents, please contact the Voting Agent or visit their website at www.donlinrecano.com/rr. Additionally, copies are available at the Court’s website at <http://www.nysb.uscourts.gov>. To access documents on the Court’s website, you will need a PACER password and login, which you can obtain at <http://www.pacer.psc.uscourts.gov>.

The Plan contains an injunction which prevents, among other things, any holder of any claim or equity interest or any other party in interest in the Debtors’ Chapter 11 Cases from directly or indirectly commencing or continuing, in any manner, any action or other proceeding of any kind against the against the Debtors, the Debtors’ Estates, the Post Effective Date Debtors, properties or interests in properties of the Debtors or the Post Effective Date Debtors, or the Liquidating Trust, enforcing judgments related to such claims or interests, asserting rights of setoff, recoupment or subrogation, or interfering in any way with the Plan or any schemes of arrangement thereunder. In addition, except as provided in the Plan, the Debtors, the Debtors’ Estates, the Post Effective Date Debtors, properties or interests in properties of the Debtors or the Post Effective Date Debtors, or the Liquidating Trust will not have any liability for any claim or equity interest in the Debtors that are cancelled or terminated under the Plan or which arose prior to the effective date of the Plan.

Dated: **January [•], 2011**

Exhibit 4

Class 5 Ballot

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
: :
ROCK & REPUBLIC ENTERPRISES, : **Case No. 10-11728 (AJG)**
INC., et al., :
: :
Debtors. : **Jointly Administered**
-----X

**BALLOT FOR CLASS 5
(GENERAL UNSECURED CLAIMS)**

Rock & Republic Enterprises, Inc. and Triple R, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”), the Official Committee of Unsecured Creditors in the Debtors’ cases (the “**Creditors’ Committee**”) and VF Corporation (“**VF**” and together with the Debtors and the Creditors’ Committee, the “**Plan Proponents**”) are soliciting votes with respect to the Joint Consolidated Chapter 11 Plan for Rock & Republic Enterprises, Inc. and its Affiliated Debtor and Debtor in Possession (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. The Bankruptcy Court has approved the Disclosure Statement for the Plan (the “**Disclosure Statement**”), which provides information to assist you in deciding how to vote your Ballot. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you do not have a Disclosure Statement or Plan, you may obtain copies on the web by visiting the Court’s website at <http://www.nysb.uscourts.gov>. To access documents on the Court’s website, you will need a PACER password and login, which you can obtain at <http://www.pacer.psc.uscourts.gov>. You may also obtain copies of the Disclosure Statement and Plan by visiting www.donlinrecano.com/rr or by calling Donlin Recano & Company, Inc. (the “**Voting Agent**”) at (212) 771-1128.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your General Unsecured Claim has been placed in Class 5 under the Plan.

If your Ballot is not received by 4:00 p.m. (prevailing Eastern Time) on or before March [•], 2011 (the “Voting Deadline**”), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

The Ballot is neither a proof of claim form nor an admission by the Debtors of the nature, validity or amount of your Claim. The Plan can be confirmed by the Bankruptcy Court if it is accepted by the Holders of at least two-thirds in dollar amount and more than one-half in number of Claims that actually vote in each Impaired Class of Claims voting on the Plan. If the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the Class rejecting it and satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote count, you must complete, sign and return this Ballot.

The undersigned, the Holder of a Class 5 Claim against one of the above captioned Debtors in the unpaid amount of \$ _____, votes to:

(Check Only One Box)

ACCEPT THE PLAN	<input type="checkbox"/>	REJECT THE PLAN	<input type="checkbox"/>
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Additionally the undersigned AGREES / DOES NOT AGREE to provide the following release of the Released Parties pursuant to Section 10.10 of the Plan:

THE UNDERSIGNED SHALL BE DEEMED TO RELEASE, WAIVE, VOID, EXTINGUISH, AND DISCHARGE, UNCONDITIONALLY AND FOREVER, ALL RELEASED ACTIONS (OTHER THAN THE RIGHTS TO ENFORCE THE PLAN, AND ANY RIGHT OR OBLIGATION UNDER THE PLAN, AND THE SECURITIES, CONTRACTS, INSTRUMENTS, RELEASES, INDENTURES, AND OTHER AGREEMENTS OR DOCUMENTS DELIVERED HEREUNDER OR CONTEMPLATED HEREBY), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE, THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT, OMISSION, TRANSACTION, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE IN ANY WAY RELATING TO THE DEBTORS, THE POST EFFECTIVE DATE DEBTORS, THE CHAPTER 11 CASES, OR THE PLAN, THAT OTHERWISE MAY BE ASSERTED AGAINST THE RELEASED PARTIES; PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT OPERATE AS A WAIVER OF OR RELEASE FROM ANY CAUSES OF ACTION ARISING OUT OF THE WILLFUL MISCONDUCT, INTENTIONAL FRAUD, OR CRIMINAL CONDUCT OF ANY SUCH PERSON OR ENTITY AS DETERMINED BY A FINAL ORDER ENTERED BY A COURT OF COMPETENT JURISDICTION.

DATED: _____, 2011	NAME OF CREDITOR: _____
	BY: _____
	PRINT NAME OF SIGNATORY: _____
	TITLE: _____
	TIN/SSN: _____
	ADDRESS: _____
	TELEPHONE: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT. Completed and signed Ballots must be delivered either by mail with the enclosed envelope or by hand delivery, overnight courier, or first class mail to the Voting Agent at the following addresses:

IF BY REGULAR/USPS EXPRESS MAIL	IF BY HAND DELIVERY OR OVERNIGHT COURIER (FEDEX OR UPS)
Donlin, Recano & Company, Inc. Re: Rock & Republic Enterprises, Inc., et al., Attn: Voting Department P.O. Box 2034 Murray Hill Station New York, NY 10156	Donlin, Recano & Company, Inc. Re: Rock & Republic Enterprises, Inc., et al. Attn: Voting Department 419 Park Avenue South New York, NY 10016 Telephone: (212) 771-1128 Facsimile: (212) 481-1416

The Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

IN ORDER TO HAVE YOUR VOTE COUNT, THIS BALLOT MUST BE RECEIVED BY
4:00 P.M. (PREVAILING EASTERN TIME) ON March [•], 2011

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 5 (GENERAL UNSECURED CLAIMS)**

1. The Plan Proponents are soliciting the votes of holders of Claims with respect to the Plan referred to in the Disclosure Statement (a copy of which is being transmitted to you along with the Ballot). All capitalized terms used in the Ballot or voting instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan, the Disclosure Statement or the Disclosure Statement Order, copies of which also accompany the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in each Impaired Class voting on the Plan. In the event that Class 5 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 5 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in the Ballot; and (c) sign and return the Ballot to the postal address set forth in the Ballot. **Please note that the Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on March [•], 2011.**
4. If a Ballot is received after the Voting Deadline, it will not be counted unless the Committee determines otherwise. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the executed Ballot. In all cases, holders should allow sufficient time to assure timely delivery. No Ballot should be sent to the Committee, the Debtors or their financial or legal advisors.
5. If multiple Ballots are received from an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
6. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan, and to vote to participate or not participate in the Claims Purchase process. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Plan Proponents nor the Voting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
7. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
8. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
9. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you received.
10. You must vote all of your Claims within a particular Plan Class either to accept or reject the Plan and may not split your vote.

11. Any Ballot that is properly completed and executed that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.
12. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of a Claim; (b) any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any Ballot cast for a Claim scheduled as unliquidated, contingent or disputed for which no proof of Claim was timely filed; (d) any Ballot not bearing an original signature; (e) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; and (f) any Ballot submitted by any party not entitled to vote pursuant to the Solicitation Procedures.
13. If you believe you have received the wrong Ballot, please contact the Voting Agent immediately.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT
OR THE VOTING PROCEDURES,
PLEASE CALL THE VOTING AGENT AT (212) 481-771-1128**

Exhibit 5

Class 6 Ballot

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
: :
ROCK & REPUBLIC ENTERPRISES, : **Case No. 10-11728 (AJG)**
INC., et al., :
: :
Debtors. : **Jointly Administered**
-----X

**BALLOT FOR CLASS 6
(SUBORDINATED CLAIMS)**

Rock & Republic Enterprises, Inc. and Triple R, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”), the Official Committee of Unsecured Creditors in the Debtors’ cases (the “**Creditors’ Committee**”) and VF Corporation (“**VF**” and together with the Debtors and the Creditors’ Committee, the “**Plan Proponents**”) are soliciting votes with respect to the Joint Consolidated Chapter 11 Plan for Rock & Republic Enterprises, Inc. and its Affiliated Debtor and Debtor in Possession (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. The Bankruptcy Court has approved the Disclosure Statement for the Plan (the “**Disclosure Statement**”), which provides information to assist you in deciding how to vote your Ballot. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you do not have a Disclosure Statement or Plan, you may obtain copies on the web by visiting the Court’s website at <http://www.nysb.uscourts.gov>. To access documents on the Court’s website, you will need a PACER password and login, which you can obtain at <http://www.pacer.psc.uscourts.gov>. You may also obtain copies of the Disclosure Statement and Plan by visiting www.donlinrecano.com/rr or by calling Donlin Recano & Company, Inc. (the “**Voting Agent**”) at (212) 771-1128.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 6 under the Plan. Class 6 (Subordinated Claims) consists of claims subject to subordination under section 510 of the Bankruptcy Code.

If your Ballot is not received by 4:00 p.m. (prevailing Eastern Time) on or before March [•], 2011(the “Voting Deadline”), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

The Ballot is neither a proof of claim form nor an admission by the Debtors of the nature, validity or amount of your Claim. The Plan can be confirmed by the Bankruptcy Court if it is accepted by the Holders of at least two-thirds in dollar amount and more than one-half in number of Claims that actually vote in each Impaired Class of Claims voting on the Plan. If the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the Class rejecting it and satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote count, you must complete, sign and return this Ballot.

The undersigned, the Holder of a Class 6 Claim against one of the above captioned Debtors in the unpaid amount of \$ _____, votes to:

(Check Only One Box)

ACCEPT THE PLAN	<input type="checkbox"/>	REJECT THE PLAN	<input type="checkbox"/>
-----------------	--------------------------	-----------------	--------------------------

Additionally the undersigned AGREES / DOES NOT AGREE to provide the following release of the Released Parties pursuant to Section 10.10 of the Plan:

THE UNDERSIGNED SHALL BE DEEMED TO RELEASE, WAIVE, VOID, EXTINGUISH, AND DISCHARGE, UNCONDITIONALLY AND FOREVER, ALL RELEASED ACTIONS (OTHER THAN THE RIGHTS TO ENFORCE THE PLAN, AND ANY RIGHT OR OBLIGATION UNDER THE PLAN, AND THE SECURITIES, CONTRACTS, INSTRUMENTS, RELEASES, INDENTURES, AND OTHER AGREEMENTS OR DOCUMENTS DELIVERED HEREUNDER OR CONTEMPLATED HEREBY), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE, THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT, OMISSION, TRANSACTION, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE IN ANY WAY RELATING TO THE DEBTORS, THE POST EFFECTIVE DATE DEBTORS, THE CHAPTER 11 CASES, OR THE PLAN, THAT OTHERWISE MAY BE ASSERTED AGAINST THE RELEASED PARTIES; PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT OPERATE AS A WAIVER OF OR RELEASE FROM ANY CAUSES OF ACTION ARISING OUT OF THE WILLFUL MISCONDUCT, INTENTIONAL FRAUD, OR CRIMINAL CONDUCT OF ANY SUCH PERSON OR ENTITY AS DETERMINED BY A FINAL ORDER ENTERED BY A COURT OF COMPETENT JURISDICTION.

DATED: _____, 2011	Name of Creditor: _____
	By: _____
	Print Name of Signatory: _____
	Title: _____
	TIN/SSN: _____
	Address: _____
	Telephone: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT. Completed and signed Ballots must be delivered either by mail with the enclosed envelope or by hand delivery, overnight courier, or first class mail to the Voting Agent at the following address:

IF BY REGULAR/USPS EXPRESS MAIL	IF BY HAND DELIVERY OR OVERNIGHT COURIER (FEDEX OR UPS)
Donlin, Recano & Company, Inc. Re: Rock & Republic Enterprises, Inc., et al., Attn: Voting Department P.O. Box 2034 Murray Hill Station New York, NY 10156	Donlin, Recano & Company, Inc. Re: Rock & Republic Enterprises, Inc., et al. Attn: Voting Department 419 Park Avenue South New York, NY 10016 Telephone: (212) 771-771-1128 Facsimile: (212) 481-1416

The Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

IN ORDER TO HAVE YOUR VOTE COUNT, THIS BALLOT MUST BE RECEIVED BY
4:00 P.M. (PREVAILING EASTERN TIME) ON March [•], 2011

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 6 (SUBORDINATED CLAIMS)**

14. The Plan Proponents are soliciting the votes of holders of Claims with respect to the Plan referred to in the Disclosure Statement (a copy of which is being transmitted to you along with the Ballot). All capitalized terms used in the Ballot or voting instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan, the Disclosure Statement or the Disclosure Statement Order, a copy of which also accompanies the Ballot.
15. The Bankruptcy Court may confirm the Plan and thereby bind you if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in each Impaired Class voting on the Plan. In the event that Class 6 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 6 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby. Please review the Disclosure Statement for more information.
16. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in the Ballot; and (c) sign and return the Ballot to the postal address set forth in the Ballot. **Please note that the Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on March [•], 2011.**
17. If a Ballot is received after the Voting Deadline, it will not be counted unless the Committee determines otherwise. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the executed Ballot. In all cases, holders should allow sufficient time to assure timely delivery. No Ballot should be sent to the Committee, the Debtors or their financial or legal advisors.
18. If multiple Ballots are received from an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
19. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan, and to vote to participate or not participate in the Claims Purchase process. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Plan Proponents nor the Voting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
20. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
21. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
22. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you received.
23. You must vote all of your Claims within a particular Plan Class either to accept or reject the Plan and may not split your vote.

24. Any Ballot that is properly completed and executed that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.
25. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of a Claim; (b) any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any Ballot cast for a Claim scheduled as unliquidated, contingent or disputed for which no proof of Claim was timely filed; (d) any Ballot not bearing an original signature; (e) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; and (f) any Ballot submitted by any party not entitled to vote pursuant to the Solicitation Procedures.
26. If you believe you have received the wrong Ballot, please contact the Voting Agent immediately.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT
OR THE VOTING PROCEDURES,
PLEASE CALL THE VOTING AGENT AT (212) 771-1128**

Exhibit 6

Class 7 Ballot

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
: **Case No. 10-11728 (AJG)**
ROCK & REPUBLIC ENTERPRISES, :
INC., et al., :
: **Jointly Administered**
Debtors. :
-----X

**CLASS 7 BALLOT
(EXISTING EQUITY INTERESTS)**

Rock & Republic Enterprises, Inc. and Triple R, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”), the Official Committee of Unsecured Creditors in the Debtors’ cases (the “**Creditors’ Committee**”) and VF Corporation (“**VF**” and together with the Debtors and the Creditors’ Committee, the “**Plan Proponents**”) are soliciting votes with respect to the Joint Consolidated Chapter 11 Plan for Rock & Republic Enterprises, Inc. and its Affiliated Debtor and Debtor in Possession (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. The Bankruptcy Court has approved the Disclosure Statement for the Plan (the “**Disclosure Statement**”), which provides information to assist you in deciding how to vote your Ballot. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you do not have a Disclosure Statement or Plan, you may obtain copies on the web by visiting the Court’s website at <http://www.nysb.uscourts.gov>. To access documents on the Court’s website, you will need a PACER password and login, which you can obtain at <http://www.pacer.psc.uscourts.gov>. You may also obtain copies of the Disclosure Statement and Plan by visiting www.donlinrecano.com/rr or by calling Donlin Recano & Company, Inc. (the “**Voting Agent**”) at (212) 771-1128.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Claim has been placed in Class 7 under the Plan. Class 7 (Existing Equity Interests) consists of interests in the equity of one or both of the Debtors.

If your Ballot is not received by 4:00 p.m. (prevailing Eastern Time) on or before March [•], 2011 (the “Voting Deadline**”), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

The Ballot is neither a proof of interest form, nor an admission by the Debtors of the nature, validity or amount of your Interest. The Plan can be confirmed by the Bankruptcy Court if it is accepted by the Holders of at least two-thirds in dollar amount and more than one-half in number of Claims that actually vote in each Impaired Class of Claims voting on the Plan. If the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the Class rejecting it and satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote count, you must complete, sign and return this Ballot.

The undersigned, the Holder of a _____ shares of (check one) Rock & Republic Enterprises, Inc. / Triple R, Inc., votes to:

(Check Only One Box)

ACCEPT THE PLAN*	<input type="checkbox"/>	REJECT THE PLAN	<input type="checkbox"/>
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Additionally the undersigned AGREES / DOES NOT AGREE to provide the following release of the Released Parties pursuant to Section 10.10 of the Plan:

THE UNDERSIGNED SHALL BE DEEMED TO RELEASE, WAIVE, VOID, EXTINGUISH, AND DISCHARGE, UNCONDITIONALLY AND FOREVER, ALL RELEASED ACTIONS (OTHER THAN THE RIGHTS TO ENFORCE THE PLAN, AND ANY RIGHT OR OBLIGATION UNDER THE PLAN, AND THE SECURITIES, CONTRACTS, INSTRUMENTS, RELEASES, INDENTURES, AND OTHER AGREEMENTS OR DOCUMENTS DELIVERED HEREUNDER OR CONTEMPLATED HEREBY), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE, THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT, OMISSION, TRANSACTION, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE IN ANY WAY RELATING TO THE DEBTORS, THE POST EFFECTIVE DATE DEBTORS, THE CHAPTER 11 CASES, OR THE PLAN, THAT OTHERWISE MAY BE ASSERTED AGAINST THE RELEASED PARTIES; PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT OPERATE AS A WAIVER OF OR RELEASE FROM ANY CAUSES OF ACTION ARISING OUT OF THE WILLFUL MISCONDUCT, INTENTIONAL FRAUD, OR CRIMINAL CONDUCT OF ANY SUCH PERSON OR ENTITY AS DETERMINED BY A FINAL ORDER ENTERED BY A COURT OF COMPETENT JURISDICTION.

DATED: _____, 2011	NAME OF CREDITOR: _____
	BY: _____
	PRINT NAME OF SIGNATORY: _____
	TITLE: _____
	TIN/SSN: _____
	ADDRESS: _____
	TELEPHONE: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT. Completed and signed Ballots must be delivered either by mail with the enclosed envelope or by hand delivery, overnight courier, or first class mail to the Voting Agent at the following address:

IF BY REGULAR/USPS EXPRESS MAIL	IF BY HAND DELIVERY OR OVERNIGHT COURIER (FEDEX OR UPS)
Donlin, Recano & Company, Inc. Re: Rock & Republic Enterprises, Inc., et al., Attn: Voting Department P.O. Box 2034 Murray Hill Station New York, NY 10156	Donlin, Recano & Company, Inc. Re: Rock & Republic Enterprises, Inc., et al. Attn: Voting Department 419 Park Avenue South New York, NY 10016 Telephone: (212) 771-1128 Facsimile: (212) 481-1416

The Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

IN ORDER TO HAVE YOUR VOTE COUNT, THIS BALLOT MUST BE RECEIVED BY
4:00 P.M. (PREVAILING EASTERN TIME) ON March [•], 2011.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 7 (EQUITY INTERESTS)**

27. The Plan Proponents are soliciting the votes of holders of Claims with respect to the Plan referred to in the Disclosure Statement (a copy of which is being transmitted to you along with the Ballot). All capitalized terms used in the Ballot or voting instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan, the Disclosure Statement or the Disclosure Statement Order, a copy of which also accompanies the Ballot.
28. The Bankruptcy Court may confirm the Plan and thereby bind you if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in each Impaired Class voting on the Plan. In the event that Class 7 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 7 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby. Please review the Disclosure Statement for more information.
29. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in the Ballot; and (c) sign and return the Ballot to the postal address set forth in the Ballot. **Please note that the Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on March [•], 2011.**
30. If a Ballot is received after the Voting Deadline, it will not be counted unless the Committee determines otherwise. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent actually receives the executed Ballot. In all cases, holders should allow sufficient time to assure timely delivery. No Ballot should be sent to the Committee, the Debtors or their financial or legal advisors.
31. If multiple Ballots are received from an individual holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
32. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan, and to vote to participate or not participate in the Claims Purchase process. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Plan Proponents nor the Voting Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
33. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of Claim; or (b) an assertion or admission of a Claim.
34. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an Entity, indicate your relationship with that Entity and the capacity in which you are signing. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
35. If you hold Claims in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you received.
36. You must vote all of your Claims within a particular Plan Class either to accept or reject the Plan and may not split your vote.

37. Any Ballot that is properly completed and executed that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.
38. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of a Claim; (b) any Ballot cast by an Entity that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any Ballot cast for a Claim scheduled as unliquidated, contingent or disputed for which no proof of Claim was timely filed; (d) any Ballot not bearing an original signature; (e) any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan; and (f) any Ballot submitted by any party not entitled to vote pursuant to the Solicitation Procedures.
39. If you believe you have received the wrong Ballot, please contact the Voting Agent immediately.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT
OR THE VOTING PROCEDURES,
PLEASE CALL THE VOTING AGENT AT (212) 771-1128**